

BOARD OF SUPERVISORS

ACTION ITEM

5

SUBJECT: ZMAP 2005-0011, Crosstrail

ELECTION DISTRICT: Catoctin

CRITICAL ACTION DATE: January 31, 2007

RECOMMENDATIONS:

Staff: Consistent with the Board's December 5, 2006 direction to place the application on hold until the Town and Applicant have met, staff seeks direction from the Board on proceeding with review of the application.

Planning Commission: On September 11, 2006 the Planning Commission voted 5-2-1-1 (Doane, Ruedisueli – opposed; Hsu – absent; Munsey – abstained) to forward the application to the Board of Supervisors with a recommendation of approval.

BACKGROUND

At the Board Business Meeting on December 5, 2006, following the approval of the Crosstrail comprehensive plan amendment (CPAM 2006-0002), the Board voted 5-4 (Clem, Delgaudio, Snow, Staton – opposed) to place the Crosstrail rezoning (ZMAP 2005-0011) on hold until the Leesburg Town Council and the Applicant (The Peterson Companies) could meet and discuss the details of the application. That meeting took place on January 3, 2007. Prior to the meeting with the Town Council, the Applicant submitted revisions to the rezoning application to the County on December 27, 2006, which were in turn forwarded to the Town on December 29, 2006. Most significantly, the revised application eliminates all proposed single family detached units on site and reduces the total number of residential dwelling units proposed to a maximum of 1,000 (including 421 age-restricted units). At the January 3, 2007 meeting with Town Council, the Applicant indicated that no further revisions to the application or proffer commitments should be expected. As such, given the changes to the application, as well as the adoption of the Crosstrail CPAM, staff sent the proposal on referral to the Town and various County agencies on January 5, 2007. Staff will update the Board as to the status of the referral review and any new information regarding the application at the January 16, 2007 Board Business Meeting. Staff from the Town will also be available.

Given that the Town and Applicant have met, staff is requesting direction as to how the Board wishes to proceed with review of the application.

A vicinity map is provided as *Attachment 1*, and a summary of the rezoning application as currently submitted is provided as *Attachment 2*. The most recent proffer statement received to date (December 22, 2006) is provided as *Attachment 3*. Should the Board send this application to the January 22, 2007 Transportation/Land Use Committee, staff would provide a complete package of revised application materials (including proffers, plats, and any referral comments received by that time) in the action item for that meeting.

ISSUES

A number of significant outstanding issues remain with this application, including (1) the proximity to and compatibility of residential uses with Leesburg Executive Airport; (2) the proposal to serve the site with utilities provided by the LCSA (not the Town of Leesburg), which is inconsistent with current County policy; (3) capital facilities and transportation impacts which are not adequately mitigated; (4) zoning modifications that do not meet the intent of the Town Center (PD-TC) zoning district; (5) issues regarding access, utility extension, and site preparation for the proposed elementary school site; (6) highway noise impacts on residential units proposed near the Dulles Greenway; (7) overall phasing of the project (residential vs. non-residential uses); (8) the need for an appropriate transit contribution based on diverting a percentage of peak hour trips to transit; and (9) proffers

that are not approved as to legal form. As noted above, staff sent the Applicant's revised proposal on referral to the Town and various County agencies on January 5, 2007; staff will update the Board as to the status of referral comments at the January 16, 2007 Board Business Meeting.

FISCAL IMPACT

As noted in the staff report prepared for the Board Public Hearing in November 2006, further discussion is necessary on anticipated capital facility contributions with respect to the age-restricted component as well as the total value of the contribution. Specifically fiscal issues include (1) the appropriateness of accepting reduced (non-CIF) capital facilities contributions for age-restricted units; (2) the appropriateness of the Applicant's proposal to credit regional road funds towards anticipated capital facilities contributions when transportation impacts have not been mitigated; and (3) the need to establish values for the three public use sites (park, school, and fire and rescue sites) proposed to be dedicated to the County as the Applicant has not conducted appraisals to determine the amount of credit each site should be given; without such a figure, it is not possible to determine whether the Applicant's proposed capital facilities contribution amount is consistent with applicable County policy on this matter.

ALTERNATIVES

As stated above, staff seeks direction as to how the full Board wishes to proceed with review of this application. Please note that the Applicant has granted a timeline extension through January 31, 2007, and additional review beyond that date would require a further timeline extension from the Applicant.

DRAFT MOTIONS

1. I move that the Board of Supervisors forward ZMAP 2005-0011, Crosstrail, to the January 22, 2007 Board Transportation/Land Use Committee for further discussion.

OR,

2. I move that the Board of Supervisors forward ZMAP 2005-0011, Crosstrail, to the February 6, 2007 Board Business Meeting for action.

OR,

3. I move an alternate motion.

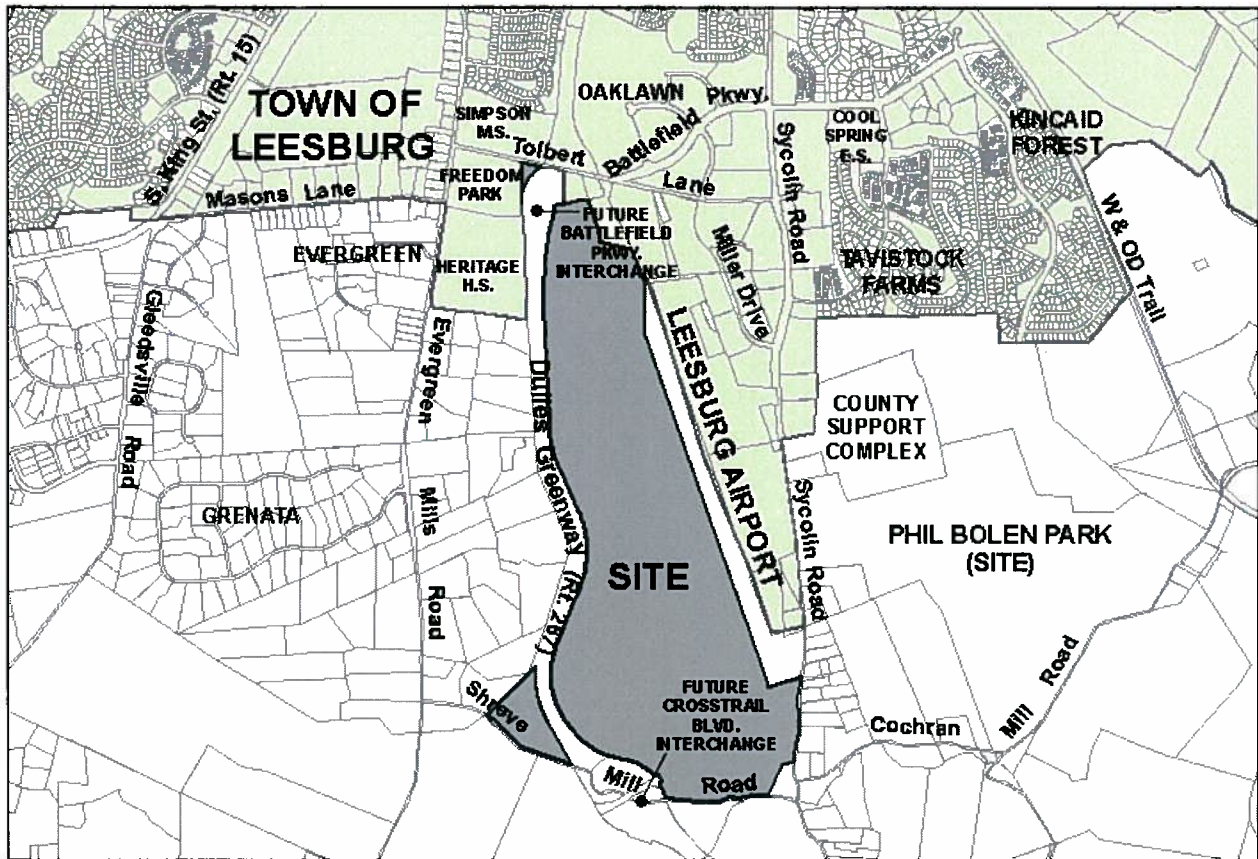
ATTACHMENTS

1. Vicinity Map
2. Application Summary
3. Proffer Statement (Revised December 22, 2006)

STAFF CONTACT: **Lou Mosurak, Department of Planning, Ext. 0246**

ZMAP 2005-0011 – CROSSTRAIL

VICINITY MAP



ZMAP 2005-0011 – CROSSTAIL

APPLICATION SUMMARY

The Peterson Companies of Fairfax, Virginia have submitted an application to rezone approximately 491 acres as described in the table below in order to permit a mixed use development consisting of up to 1,000 residential dwelling units, up to 1,900,000 sq ft of office and industrial uses, up to 950,000 sq ft of retail uses, and three (3) public use sites:

Proposed Zoning District	Acreage	Maximum Proposed Development	Maximum Proposed Overall Density
PD-OP	69.0	500,000 sq ft non-residential uses	0.40 Floor Area Ratio (FAR)
PD-TC	112.1	1,700,000 sq ft non-residential uses; 448 multi-family residential dwelling units (du)	0.35 FAR (non-residential) 4.00 du/acre (residential)
PD-IP	53.4	400,000 sq ft non-residential uses (including 8-acre Fire & Rescue Site)	0.19 FAR
PD-CC(SC)	30.9	250,000 sq ft non-residential uses	0.25 FAR
PD-H4 (administered as R-8 ADU and/or R-16 ADU)	204.5	552 residential dwelling units (408 single-family attached (277 of which are age-restricted), 144 multi-family (144 of which are age-restricted)) (total includes 35 Age-Restricted Affordable Dwelling Units (ADUs) and 17 Non Age-Restricted ADUs); 52-acre Public Park Site.	3.07 du/acre
AR-1	20.9	19-acre Elementary School Site; Open Space	N/A

The majority of the site is currently zoned JLMA-20 (Joint Land Management Area—20), which permits one dwelling unit per 20 acres. The entire property is located within the AI (Airport Impact) Overlay District as depicted on the Zoning Map. Portions of the property are also located within the FOD (Floodplain Overlay District). This application is subject to the Revised 1993 Zoning Ordinance. A total of 15 zoning modifications are being requested, the majority of which propose changes to the requirements of the proposed PD-TC (Planned Development—Town Center) zoning district.

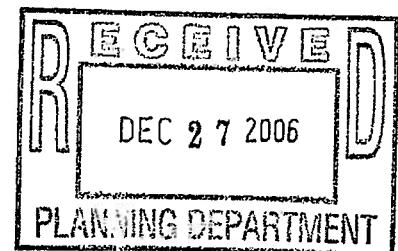
The property is located generally east of the Dulles Greenway (Route 267), west of Sycolin Road (Route 643) and Leesburg Executive Airport, north of Shreve Mill Road (Route 653) and south of Tolbert Lane in the Catoctin Election District. A small portion of the site (approximately 20 acres) is located west of the Dulles Greenway. The area is governed by the policies of the Revised General Plan and the Toll Road Plan. The portion of the site to the west of the Dulles Greenway is designated by the Revised General Plan as part of the Rural Policy Area, which recommends residential development at a density of one dwelling unit per 20 acres. On December 5, 2006, the Board approved CPAM 2006-0002 (Crosstrail), which amended the Revised General Plan and Toll Road Plan to designate the portion of the site east of the Dulles Greenway and north of the proposed alignment of Crosstrail Boulevard (approximately 414 acres) as Business Community, which recommends a mix of uses (i.e., predominantly regional office uses with supporting commercial, light industrial, and high-density residential components). The portion of the site east of the Dulles Greenway and south of the proposed alignment of Crosstrail Boulevard (approximately 56 acres) retained its planned land use designation for Keynote Employment and Business Employment uses, respectively, and which recommend regional office and/or light industrial uses with no residential component.

CROSSTRAIL

(ZMAP 2005-0011)

PROFFER STATEMENT

November 28, December 22, 2006



CROSSTRAIL

(ZMAP 2005-0011)

PROFFER STATEMENT

~ Table Of Contents ~

	<i>Page</i>
PREAMBLE	1
I. CONCEPT DEVELOPMENT PLAN.....	1
A. Substantial Conformity.....	1
B. Development Parameters.....	1
C. Phasing of Non-Residential and Residential Development.....	2
D. Avigation Easement	2
E. Disclosure of Airport Proximity.....	2
F. Airport Sale	2
G. Acoustical Treatment.....	<u>23</u>
H. Access to Public Roads.....	3
I. Garage Parking Restrictions	3
J. Active Adult Units	3
II. PUBLIC WATER AND SANITARY SEWER.....	4
III. BEST MANAGEMENT PRACTICES	5
IV. TRANSPORTATION.....	5
A. Road Network.....	5
B. Transportation Improvements.....	5
C. Cash Equivalent and Regional Transportation Improvements	7
D. Transit Funds	<u>9</u> <u>10</u>
E. Bus Shelters	10
V. CAPITAL FACILITIES, RECREATION AND PUBLIC FACILITIES	10
A. Capital Facilities Contributions.....	10
B. Public School Site.....	10
C. Recreation Amenities and Facilities	11
D. Fire and Rescue Station Site.....	12
E. Pedestrian Circulation	<u>12</u> <u>13</u>
F. Tree Conservation Areas	13
G. Historic Preservation	14
H. Wetland Mitigation	14
VI. EMERGENCY SERVICES	<u>14</u><u>15</u>
A. Owners Contribution.....	<u>14</u> <u>15</u>
B. Sprinkler Systems (Residential Only).....	15
C. Emergency Vehicle Access.....	<u>15</u> <u>16</u>
VII. OWNERS' ASSOCIATIONS	<u>15</u><u>16</u>
VIII. DESIGN GUIDELINES	16
IX. EXISTING WELLS AND DRAINFIELDS	17
X. BINDING EFFECTS.....	17

Exhibits

Exhibit A: **Crosstrail Zoning Map Amendment Plan Set, prepared by Dewberry & Davis LLC dated February 22, 2005, as revised through November 28, December 22, 2006**

Exhibit B: **Crosstrail Road Phasing Plan, prepared by Gorove/Slade Associates, Inc., dated November 21, December 22, 2006**

CROSSTRAIL

(ZMAP 2005-0011)

PROFFER STATEMENT

November 28, December 22, 2006

PREAMBLE

Pursuant to Section 15.2-2303 of the Code of Virginia, 1950, as amended, and Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance, as amended (the "Zoning Ordinance"), Leesburg Commercial LC and Leesburg Airport Associates LC (collectively the "Owners"), who are the owners of Loudoun County Tax Map 60, Parcel 7B-1 and Parcel 53-1 (MCPI#s 234-38-8113-001 and 235-20-1426-001) consisting of approximately 490.8 acres of real property (collectively the "Property") which is the subject of rezoning application ZMAP 2005-0011, hereby proffer that development of the Property shall be in substantial conformity with the proffers as set forth below (the "Proffers"). All Proffers made herein are contingent upon approval by the Board of Supervisors of Loudoun County (the "Board") of the changes to the County Zoning Map as requested in ZMAP 2005-0011 and as shown on the Zoning Map Amendment set for: (1) Land Bay A-2 to PD-OP from JLMA 20 and PD-IP; (2) Land Bay A-3 to PD-TC from JLMA 20 and PD-IP; (3) Land Bay A-4 to PD-TC from JLMA 20 and PD-IP; (4) Land Bay A-5 to PD-TC from JLMA 20 and PD-IP; (5) Land Bay B-1 to PD-IP from JLMA 20; (6) Land Bay B-2 to PD-CC-SC from JLMA 20; (7) Land Bay C-1 to PD-H4 (R-16 criteria) from JLMA 20; (8) Land Bay Bays C-2 and C-3 to PD-H4 (R-8 criteria) from JLMA 20; (9) Land Bay D to PD-H4 (R-8 criteria); and (10) Land Bay E to PD-OP from TR-10 and JLMA 20, including the zoning modifications specified on Sheet 1 of the Concept Development Plan as identified below. The Proffers shall apply only to the Property and with respect to the Property shall supersede any prior proffers that govern any portions of the Property. The Owners voluntarily proffer as follows:

I. CONCEPT DEVELOPMENT PLAN

A. Substantial Conformity. The Owners proffer that the Property shall be developed in substantial conformity with Sheets 1, 2, 6-13, and 19-22 of the Crosstrail Zoning Map Amendment Plan Set attached hereto as Exhibit A, dated February 18, 2005, with revisions through November 28, December 22, 2006, prepared by Dewberry & Davis LLC (collectively, the "Concept Development Plan") and with the Crosstrail Road Phasing Plan attached hereto as Exhibit B, dated November 21, December 22, 2006, prepared by Gorove/Slade Associates, Inc. ("Phasing Plan").

B. Development Parameters. The Property shall be developed consistent with the uses permitted by the Zoning Ordinance district regulations for each district noted on the

CROSSTRAIL
PROFFER STATEMENT
ZMAP 2005-0011

Page 2

Concept Development Plan and with the Overall Site Summary set forth in the Zoning Tabulations on Sheet 12 of the Concept Development Plan. To the extent required by the Zoning Ordinance residential use categories described on Sheet 12 of the Concept Development Plan shall be inclusive of any required Affordable Dwelling Units.

C. Phasing of Non-Residential and Residential Development. Development of non-residential and residential uses on the Property shall be phased as follows:

1. At least 100,000 square feet of non-residential uses shall be under construction before the 300th residential zoning permit has been issued.

2. At least 200,000 square feet of non-residential uses shall be under construction before issuance of the 600th residential zoning permit.

3. At least 400,000 square feet of non-residential uses shall be under construction before issuance of the 900th residential zoning permit.

4. When more than 400,000 square feet of non-residential uses shall have been issued occupancy permits, there shall be no phasing limitation on residential uses.

D. Avigation Easement Prior to recordation of the first record plat or approval of the first site plan for any portion of the Property, whichever is first in time, the Owners will record an easement on the Property that will grant the public an avigation easement over the Property for aircraft using the Leesburg Executive Airport.

E. Disclosure of Airport Proximity The Owners will provide disclosure to all prospective purchasers and original purchasers of residential units within the Property of the location of the Leesburg Executive Airport in relation to the Property. Such notification will be consistent with Section 4-1404(B)(1) of the Revised 1993 Loudoun County Zoning Ordinance.

F. Airport Sale. For a period of five (5) years after approval of ZMAP 2005-0011, the Town of Leesburg shall have the option to purchase ten (10) acres of the portion of Property zoned PD-IP located adjacent to the boundary of the ~~Town's~~ Leesburg Executive Airport in the approximate location illustrated on Sheets 9 and 10 of the Concept Development Plan (the "Airport Expansion Property"). The price of the Airport Expansion Property shall be the fair market value of such real property established at the time of exercise of such option by an appraisal method that is commonly accepted in Loudoun County, Virginia. The location, design, landscaping and use of the Airport Expansion Property shall be mutually agreed upon by the Owners and the Town of Leesburg, but shall be principally for the benefit of the ~~Town of~~ Leesburg Executive Airport.

G. Acoustical Treatment.

CROSSTRAIL
PROFFER STATEMENT
ZMAP 2005-0011

Page 3

1. **Aircraft Noise:** All residential units constructed on the Property shall be constructed to comply with the provisions of Section 4-1404(B) of the Revised 1993 Loudoun County Zoning Ordinance.

2. **Highway Noise:** Where the loudest-hours average sound level on residentially zoned portions of the Property due to highways is greater than 65 dB at an elevation of five feet above the ground in the rear yards of single family homes or townhomes, the Owners shall construct noise attenuation structures (the "Noise Structures") in order to achieve a loudest-hour average sound level of 65 dB or lower. Noise Structures shall include acoustical walls, earthen berms and/or combinations thereof. Where the Noise Structures are located within the VDOT ROW, they shall meet VDOT Noise Structures standards and shall be designed to be acceptable into the VDOT system for maintenance. Neither the Owners nor the HOA shall be responsible for restoration, removal, relocation or reconstruction of the Noise Structures if the Noise Structures are removed or otherwise altered in conjunction with future roadway improvements. The noise impacts shall be estimated and the Noise Structures shall be designed for each land bay during the first site plan approval process for development in that land bay.

H. **Access to Public Roads.** Public road access points to all Land Bays shown on the Concept Development Plan shall be provided from either the four lane divided through collector road to be constructed by the Owners from Battlefield Parkway to Crosstrail Boulevard ("Hawling Farm Boulevard"), the four lane divided major collector to be constructed by the Owner from the Dulles Greenway Property to Sycolin Road ("Crosstrail Boulevard"), or the two lane road from Dulles Greenway to Hawling Farm Boulevard ("Town Line Street"). All streets other than these three roads constructed within the Land Bays shall be private streets constructed to Facilities Standards Manual (the "FSM") standards.

I. **Garage Parking Restrictions.** Prior to approval of record subdivision plat or site plan for each portion of the Property that includes single family attached or single family detached units, the Owners shall prepare and record against said portion of the Property a covenant which shall preclude the primary use of any garage of any single family attached or detached residential unit on the Property for purposes other than for the storage of vehicles and shall include said restriction in the relevant documents establishing the age-restricted and non-age-restricted homeowners associations, pursuant to the provisions of Proffer VII.

J. **Active Adult Units.** Land Bay Bays C-1 and C-2 shall be developed as an active adult – age restricted community. Occupancy of all of the active adult units constructed on the Property shall be age restricted in accordance with the requirements of Code of Virginia Section 36-96.7, as amended. All age-restricted units constructed in Land Bay Bays C-1 and C-2 shall be occupied by at least one person fifty-five (55) years of age or older and within such units the following conditions shall apply:

1. All other residents must reside with a person who is 55 years of age or older, and be a spouse, a cohabitant, an occupant's child eighteen (18) years of age or older, or provide primary physical or economic support to the person who is 55 years of age or older.

CROSSTAIL
PROFFER STATEMENT
ZMAP 2005-0011

Page 4

Notwithstanding this limitation, a person hired to provide live-in, long term or terminal health care to a person who is 55 years of age or older for compensation may also occupy a dwelling during any time such person is actually providing such care.

2. Guests under the age of 55 are permitted for periods of time not to exceed sixty (60) days total for each such guest in any calendar year.

3. If title to any lot or unit shall become vested in any person under the age of 55 by reason of ~~descent~~devise, decent, distribution, foreclosure or operation of law, the age restriction covenant shall not work a forfeiture or reversion of title, but rather, such person thus taking title shall not be permitted to reside in such lot or unit until the qualifying occupant shall have attained the age of 55 or otherwise satisfies the requirements as set forth herein. Notwithstanding this provision, a surviving spouse shall be allowed to continue to occupy a dwelling unit without regard to age.

The above described use restrictions may be amended from time to time in accordance with applicable local and state regulations governing age restricted housing and the Federal Fair Housing Act so long as the substantive intent as set forth herein is maintained. Concurrently with recordation of a record plat for applicable portions of Land ~~BayBays~~ C-1 and C-2, the Owners will record a restrictive covenant on the Property limiting the use of Land ~~BayBays~~ C-1 and C-2 to the age-restricted community described above. The terms and conditions of the restrictive covenant described in ~~Proffer II~~this proffer shall be reviewed and approved by the County Attorney for conformity to such proffer prior to approval of the first record subdivision plat or final site plan, whichever is first in time, which includes an active adult unit.

The age-restricted units shall include universal design elements, such as, but not limited to:

- υ lever door handles;
- υ door widths into primary first floor rooms that accommodate wheelchairs;
- υ light switches and receptacles installed at wheelchair accessible heights;
- and
- υ minimize exterior steps to the primary house entry.

II. PUBLIC WATER AND SANITARY SEWER

The Property shall be developed using public water and sanitary sewer facilities, which shall be provided to the Property at no cost to Loudoun County (the "County") or the Town of Leesburg. Public water and sanitary sewer facilities shall be provided in accordance with the policies and standards of the utility provider and shall be extended to the Property in accordance with applicable utility standards generally along the alignment shown on Sheets 21 and 22 of the Concept Development Plan. On an interim basis, individual water and sewer facilities may be

provided for non-residential, civic or institutional uses subject to County and/or LCSA approvals.

III. BEST MANAGEMENT PRACTICES

The Property shall be developed consistent with Best Management Practices in accordance with the standards contained in the FSM. With the exception of construction of stormwater management facilities, surface drainage, trails, active recreation uses, and utility crossings, no land development activities except as noted on such sheets of the Concept Development Plan shall be located and/or maintained in the major or minor floodplain areas indicated on Sheets 9, 10, 11, and 21 of the Concept Development Plan. Disturbances permitted within such areas of the Property shall be designed to minimize the area of disturbance, retain existing vegetation to the extent reasonably possible and shall be designed and constructed in a manner to protect water quality.

IV. TRANSPORTATION

A. Road Network. Unless otherwise specified or modified in these Proffers, all roads constructed within the Land Bays illustrated on the Concept Development Plan shall be private and shall be constructed in accordance with the County's Land Subdivision and Development Ordinance (the "LSDO") and the FSM. Internal private roads shall provide access to the internal development parcels depicted on the Concept Development Plan as they are developed. Any residential lot fronting on Battlefield Parkway, Crosstrail Boulevard or Hawling Farm Boulevard shall have driveway access either from a private street/access easement or alley abutting such lot and not from the above-described public roads. All public roads proffered herein for access to and within the portions of the Property as shown on the Concept Development Plan will be designed and constructed in accordance with VDOT and County standards, unless modified otherwise.

At the time of each record plat or site plan approval, whichever is first in time, the Owners shall grant a public access easement for emergency vehicles and public bus service over all private roads and alleys shown on the Concept Development Plan. No direct residential lot access to the Dulles Greenway, Crosstrail Boulevard, Battlefield Parkway, Sycolin Road, Hawling Farm Boulevard ~~or~~ the Greenway Off-ramp or Town Line Street, shall be permitted from the Property. Except as provided below, the only points of access from the lots created on the Property to the Dulles Greenway, Battlefield Parkway, Crosstrail Boulevard, Sycolin Road, Hawling Farm Boulevard or the Greenway Off-ramp shall be in the approximate locations illustrated on the Concept Development Plan.

B. Transportation Improvements. Transportation Improvements will be provided in accordance with the Road Phasing Plan prepared by Gorove/Slade Associates, Inc. dated November 21, 2006 (the "Road Phasing Plan") that is attached hereto as Exhibit B and is incorporated herein by reference. Consistent with the Road Phasing Plan, the Owners will bond or construct the following transportation improvements:

CROSSTRAIL
PROFFER STATEMENT
ZMAP 2005-0011

Page 6

1. **Phase 1A.** Prior to or concurrently with approval of the first non-residential record plat or site plan, whichever is first in time, for Land Bays B-2 or E the Owner will:

- a. Dedicate right-of-way as approved by VDOT up to 140 feet in width for Crosstrail Boulevard from the Dulles Greenway to Sycolin Road and construct or bond for construction within said right-of-way a four lane divided roadway, including turn lanes at site entrances to Land Bay E and to Hawling Farm Boulevard in the locations shown on the Concept Development Plan and on the Road Phasing Plan.
- b. The road cited above shall be in service before approval of the first non-residential occupancy permit in Land Bays B-2 or E.

2. **Phase 1B.** Prior to or concurrently with approval of the first residential record plat or site plan, whichever is first in time, in addition to performing the obligations described above in Proffer IV.B.1., the Owners will dedicate right-of-way as approved by VDOT up to 116 feet in width for Hawling Farm Boulevard from Crosstrail Boulevard to the common entry to Land Bays B-1 and C-2, including turn lanes at the entrances to such land bays, to the entrances to Land Bays B-22, C-3 and D, and to the Hawling Farm Boulevard/Crosstrail Boulevard intersection; and construct or bond for construction such roadway as a four lane divided road. This section of Hawling Farm Boulevard shall be in service before approval of the first residential occupancy permit in the Property.

3. **Phase 2.** Prior to or concurrently with approval of the record plat or site plan containing the 351st residential unit or approval of a site plan for non-residential uses containing the 150,001st square foot of non-residential uses, whichever is first in time, the Owners will, in addition to performing the obligations described above in Proffer IV.B.1 and IV.B.2.: (a) dedicate right-of-way as approved by VDOT up to 116 feet in width for the Hawling Farm Boulevard from the intersection with Crosstrail Boulevard as described in Proffer IV.B.1.b to Sycolin Ridge Avenue as shown on the Concept Development Plan, and (b) construct or bond for construction said roadway, as a 4 lane divided roadway, including turn lanes at the entrance to Sycolin Ridge Avenue as illustrated on the Concept Development Plan.

4. **Phase 3.** Prior to or concurrently with approval of the record plat or site plan containing the 500th residential unit or the 400,001st square foot of the non-residential uses, whichever is first in time, the Owners will, in addition to performing the obligations described above in Proffers IV.B.1., IV.B.2., and IV.B.3., dedicate right-of-way as approved by VDOT up to 116 feet in width for the Hawling Farm Boulevard for the remainder of this road north to Battlefield Parkway as indicated on the Road Phasing Plan, including turn lanes at the entrances to the contiguous Land Bays as illustrated on the Concept Development Plan, and construct or bond for construction a four lane divided roadway, including turn lanes at the site entrances along the Hawling Farm Boulevard within such right-of-way. The alignment of Hawling Farm

Boulevard from Town Line Street to Battlefield Parkway shall be adjusted from the location illustrated on Sheet 11 of the Concept Development Plan to the "Optional Hawling Farm Boulevard Alignment" illustrated on Sheet 11 of the Concept Development Plan upon approval of a development plan by the Town of Leesburg approving access as shown on the Concept Development Plan as the "Optional Hawling Farm Boulevard Alignment".

5. **Phase 4A.** In addition to performing the obligations described above in Proffers IV.B.1, IV.B.2, IV.B.3., and IV.B.4., and contingent upon receipt of approval for a break in the limited access line along the Dulles Greenway by the Commonwealth Transportation Board (CTB), the Owners will, prior to or concurrently with approval of the record plat or site plan containing the 901st residential unit or the 1 millionth square foot of non-residential uses to be developed on the Property, whichever occurs first, dedicate right-of-way as approved by VDOT up to 50 feet in width of right-of-way for an off-ramp and up to 70 feet in width for a ~~travel way~~ Town Line Street from the Dulles Greenway to the Hawling Farm Boulevard as indicated on the Road Phasing Plan in the location illustrated on the Concept Development Plan ~~between Battlefield Parkway and Crosstrail Boulevard~~ and construct or bond for construction this roadway with turn lanes if required into adjacent land bays. In addition the Owners will construct or bond for construction a 2nd northbound left turn lane at the intersection of Hawling Farm Road and Battlefield Parkway and a second eastbound left turn lane at the intersection of Battlefield Parkway and Hope Parkway as shown on the Road Phasing Plan.

6. **Phase 4B.** In addition to performing the obligations described above in Proffers IV.B.1., IV.B.2., IV.B.3., and IV.B.4., in the event that an approval for a break in the limited access line is not permitted prior to approval of the record plat or site plan as applicable containing the 901st residential unit or which causes total non-residential development on the Property to exceed more than 1,000,000 square feet of non-residential uses, whichever occurs first, then at such time the Owners will construct or bond for construction two second Left Turn Bays at the intersection of Battlefield Parkway and Hawling Farm Boulevard and one second Left Turn Bay at the intersection of Battlefield Parkway and Hope Parkway as identified on the Road Phasing Plan.

C. Cash Equivalent and Regional Transportation Improvements

1. **Cash Equivalent Contribution.** Unless otherwise provided in these Proffers, the Owners agree to contribute to the County, or its designee, an amount equal to the cost of constructing any of the transportation improvements described above in Proffers IV.B, 1-4.6, in lieu of actual construction, if any such improvements have been constructed or bonded for construction by others prior to bonding for construction by the Owners at the time indicated in these Proffers. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based upon County bonding estimates for said construction per the FSM. Such contribution in lieu of actual construction shall occur at the time the Owners would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who

CROSSTRAIL
PROFFER STATEMENT
ZMAP 2005-0011

Page 8

constructed such improvements or for regional roadway improvements within the same planning area of the Property. In the event any of the transportation improvements described in these Proffers that are to be constructed by the Owners are proposed to be constructed by others, and in the event right-of-way located on the Property is required to be dedicated to facilitate such construction, then upon request of the County, the Owners will dedicate to the County or the VDOT the required portion of the Property required for such construction, without receipt of compensation.

2. Regional Transportation Funds. The cash contributions for Regional Transportation Improvements paid at the time of zoning permit approval as described in these Proffers shall collectively be referred to hereinafter as the "Regional Transportation Funds". At the time of issuance of a zoning permit for each market rate residential unit constructed on the Property, the Owners will provide a one-time cash contribution in the amount of Ten Thousand Dollars (\$10,000) per market rate residential unit in 2006 dollars to be used for any of the transportation improvements listed below. At the time of issuance of each zoning permit for non-residential development, the Owners will provide a one-time cash contribution in the amount of forty cents (\$.40) per square foot of floor area permitted to be constructed by the issuance of such permit, to be used for any of the transportation improvements listed below. The Regional Transportation Funds shall either be used to construct the transportation improvements described in this proffer ~~Proffer IV.C.3.a-c.~~ or shall be deposited into an account maintained by the County to be utilized for construction of any of the transportation improvements listed below by the Owners, the County, or any party designated by the County pursuant to a Public Private Transportation Act project approved by the County. These amounts shall escalate on an annual basis beginning January 1, 2007 in accordance with the *Engineering News Record* Construction Cost Index. A credit in the amount of Two Thousand Five Hundred Dollars (\$2,500) per market rate residential unit in 2006 dollars shall be made towards payment of the Capital Facilities Contributions to be paid pursuant to Proffer V.A.

3. Regional Transportation Improvements:

a. The Owners shall bond or construct the following improvements: (i) improvement of the existing portion of Shreve Mill Road to a two lane paved section from the Dulles Greenway interchange to Evergreen Mills Road including turn lanes at Evergreen Mills Road and, if required by VDOT, the proposed elementary school entrance; and (ii) construction of two additional lanes of Battlefield Parkway from Evergreen Mills Road to the Dulles Greenway. Submission of construction plans and profiles for the two improvements listed above shall be made before the submission of record plat or site plan containing the three hundred (300th) residential unit or more than three hundred thousand (300,000) square feet of non-residential uses, whichever is first in time. Commencement of construction of the two lane paved section of Shreve Mill Road and the additional two lanes of Battlefield Parkway described in this proffer shall occur within 120 days of final approval of construction plans and profiles and right-of-way acquisition for such improvements and shall be diligently pursued. The cost of design, bonding, land acquisition, plan processing, acceptance, project management, and

CROSSTRAIL
PROFFER STATEMENT
ZMAP 2005-0011

Page 9

construction of the Regional Transportation Improvements described in this Proffer IV.C.3.a. shall be credited against the Regional Transportation Funds described above in Proffer IV.C.2.

b. The Regional Transportation Funds shall be used for construction of any of the following improvements to be selected by the County within three (3) years of approval of ZMAP 2005-0011: (i) widening of Sycolin Road to a 4 lane section from the Leesburg Bypass to the intersection of Sycolin Road with the proposed entrance to the Phil Bolen Regional Park, exclusive of sections of Sycolin Road that have been funded or constructed by others at the time of submission of construction plans and profiles; (ii) intersection improvements at the Route 7/15 Bypass to close the existing signalized median crossover at Sycolin Road, but preserve right-in/right-out access from Plaza Street and Sycolin Road to the Bypass; and (iii) construction of a flyover bridge to Plaza Street from Sycolin Road. Submission of construction plans and profiles for the improvements selected to be constructed by the County shall be made before the submission of the record plat or site plan containing the 1001st residential unit or the 1 millionth square foot of non-residential uses, whichever is first in time as long as the County has made the selection within three (3) years of approval of ZMAP 2005-0011. In the event that the improvements to be constructed with the Regional Transportation Funds have not been selected by the County within three (3) years of approval of ZMAP 2005-0011, then the Regional Transportation Funds may be used for construction of any VDOT road that improves traffic flow to or from the Town of Leesburg at the discretion of the County. Bonding or commencement of construction of these improvements shall occur within 120 days of approval of the construction plans and profiles for such improvements and the approval of the record plat or site plan containing the 1,001st residential unit or the one millionth square foot of non-residential uses, whichever is first in time. The Owners shall use the Regional Transportation Funds to construct the project selected by the County if the cost of the project does not exceed the Regional Transportation Funds. If the cost of the project selected by the County exceeds the total amount of the Regional Transportation Funds, then the Owners shall pay the Regional Transportation Funds to the County as cited in Proffer IV.C.2. for others to build such improvements. In the event that construction or bonding of the chosen Regional Transportation Improvement described in this proffer has been performed by the Owners prior to payment of all Regional Transportation Funds, then the amounts paid by the Owners to construct and/or bond such improvements shall be credited against such payments. If all of the listed projects have been completed by others prior to the payment of all of the Regional Transportation Funds, the contributions may be used for any other road project in Loudoun County that improves traffic flow to or from the Town of Leesburg.

c. The cost of construction, design, right-of-way acquisition, plan processing, acceptance, bond release and project management of the above described Regional Transportation Improvements to be selected by the County shall be included in the costs paid by the Regional Transportation Funds. The Owners shall attempt to acquire any needed right-of-way and easements for the above-described improvements. In the event that despite the good faith efforts of the Owners to acquire the right-of-way or easements necessary for construction of the above-described improvements, the right-of-way or easements are not available then the Owners will request the County to obtain such right-of-way or easements by eminent domain,

with the Owners funding such condemnation. This proffer shall in no way obligate the County to use its powers of eminent domain and such exercise shall be undertaken solely in the discretion of the County.

D. Transit Funds. At the time of issuance of the zoning permit for each market rate residential unit constructed on the Property, the Owners will provide a one-time cash contribution in the amount of \$500.00 per market rate residential unit to be used at the discretion of the County Board of Supervisors for acquisition of buses to serve the greater Leesburg area or other transit improvements in the vicinity of the Property. This amount shall escalate on an annual basis beginning January 1, 2007 in accordance with the *Engineering News Record* Construction Cost Index.

E. Bus Shelters. Within six months of the date of commencement of public bus service to the Property, the Owners will construct two (2) bus shelters along Hawling Farm Boulevard or Crosstrail Boulevard. The commitment in this proffer to construct bus shelters shall terminate ten years after issuance of the first Zoning Permit for any portion of the Property zoned PD-TC, if no public bus service to the Property has been established during such ten year period of time. The cost of the bus shelters shall be credited against the Transit contribution described above in Proffer IV.D.

V. CAPITAL FACILITIES, RECREATION AND PUBLIC FACILITIES

A. Capital Facilities Contributions. The Owners shall pay to the County a one-time cash capital facilities contribution in the amount of Twenty-two Thousand Two Hundred Ninety One and No/100 Dollars (\$22,291.00) for each non age-restricted market rate single family attached residential unit constructed on the Property; Twelve Thousand Six Hundred Eleven and No/100 Dollars (\$12,611.00) for each non age-restricted market rate multi-family residential unit constructed on the Property; Seven Thousand Nine Hundred Ten and No/100 Dollars (\$7,910) for each age-restricted market rate single family detached unit constructed on the Property; Six Thousand Six Hundred Seventy-Two and No/100 Dollars (\$6,672) for each age-restricted market rate single family attached unit constructed on the Property; and Four Thousand Eight Hundred Two and No/100 Dollars (\$4,802) for each age-restricted market rate multi-family unit constructed on the Property (collectively the "Capital Facilities Contribution"). A credit in the amount of One Million Ninety-two Thousand One Hundred Forty and 00/100 (\$1,092,140) (29 by right units multiplied by \$37,660) shall off-set the Capital Facilities Contribution. The amount of the Capital Facilities Contribution shall escalate in accordance with the Consumer Price Index ("CPI") from the base year of January 1, 2006.

B. Public School Site. The Owners shall dedicate to the County or to the Loudoun County School Board, as directed by the County, the 19.2 acre portion of the Property located west of the Dulles Greenway (Land Bay F) for use as a public school and construct public sewer and water lines to Land Bay F at the time public sewer and water lines are constructed to Land Bay C2. The dedication shall occur prior to issuance of the 500th residential zoning permit or earlier if so requested by the County. The fair market value of the elementary school site, the

cost of the provision of public water and sewer lines to Land Bay F, and any road improvements west of the Greenway that serve the school shall be credited against the amount of proffered capital facility contributions or Regional Transportation Funds, as appropriate and as described above. The value of this land will be determined by appraisal of the fair market value of the site determined at the time of dedication. The appraisal shall be paid for by the developer and provided to the County.

C. Recreation Amenities and Facilities.

1. The Owners shall provide a combination of active and passive recreation facilities within the community as follows:

- a. **Age-Restricted Recreation Facilities in Land Bays C1 and C2.** The Owners shall construct and convey to the Age-Restricted HOA (as defined in Proffer VII) a minimum of 5,000 square feet of club house space, two tennis courts, and an outdoor swimming pool of at least 1,200 square feet of water surface, plus required parking within a Community Center facility in the location in Land Bay C-1 as generally shown on the Concept Development Plan (the "Age-Restricted Community Center"). The Age-Restricted Community Center shall, at a minimum, provide space for community meetings, exercise room, a library for residents, and arts and crafts activities. The Owners shall expend a minimum of \$1,000.00 per market rate residential unit for the design, construction, equipping and furnishing of the Age-Restricted Community Center. The amount of the minimum expenditure shall escalate in accordance with the CPI from the base year of 2006. The Age-Restricted Community Center shall be available for use by residents of Land Bays C-1 and C-2. The Age-Restricted Community Center shall be open for use no later than by issuance of the 350th residential zoning permit in Land Bays C-1 and C-2 combined.
- b. **Town Center Recreation Facilities in Land Bay A-4.** Prior to issuance of a zoning permit for the 350th dwelling constructed within the PD-TC portion of the Property, the Owners shall construct and the Town Center Residential Units shall have access to an exercise room, and an outdoor or indoor swimming pool of at least 400 square feet plus a bathhouse to be located in or adjacent to one of the Town Center residential buildings.
- c. **The Town Center Plaza** shall be located in the Town Center Core as shown on Sheet 17 of the Concept Development Plan. The Town Center Plaza shall be developed for passive and/or active

recreation uses, temporary retail sales, and entertainment. It may be used by the members and visitors of the COA (as defined in Proffer VII) as a local gathering place and focal point for the community, which shall be responsible for maintenance, upkeep and management of such Town Center Plaza. The Town Center Plaza shall include landscape and hardscape areas surrounded by a grid of private streets, and non-residential or residential buildings. The Town Center Plaza shall be constructed or bonded for construction as part of the site plans or construction plans and profiles for the private roads adjacent thereto, but in no event later than the approval of any site plan for Town Center non-residential uses that causes such uses to exceed 100,000 square feet, provided that the hardscape portions of the Town Center Plaza that are between a building facade and the edge of curb of the adjacent private street need not be bonded or constructed until the building adjacent to such portion of the Town Center Plaza is constructed.

- d. **Public Park.** A public park at least fifty-two (52) acres in size shall be dedicated to Loudoun County in the location shown on the Concept Development Plan in Land Bay C-2. The Owner shall construct within the public park an adult softball field, pedestrian trails and related parking. The Owner may construct any of the following additional facilities within said public park: volleyball courts, multi-purpose courts, and/or open play areas. The fair market value of the public park site and the cost of any improvements provided by the Owner shall be credited against the proffered capital facilities charges described in Proffer V.A. The value of the public park land will be determined by an appraisal of the fair market value of the site determined at the time of dedication. The appraisal shall be paid for by the developer and provided to the County. The construction of improvements within the public park shall occur prior to the issuance of the 500th residential zoning permit and dedication of the park shall occur upon completion of improvements within the public park.

D. Fire and Rescue Station Site. Upon request by Loudoun County, an eight acre fire and rescue station site shall be dedicated to Loudoun County in the location shown on the Concept Development Plan in Land Bay B for use as a fire and rescue station. The fair market value of the fire and rescue station site and the cost of any improvements provided by the Owners shall be credited against the proffered capital facilities charges described in Proffer V.A. The value of this land will be determined by appraisal of the fair market value of the site determined at the time of dedication. The appraisal shall be paid for by the developer and provided to the County.

E. Pedestrian Circulation.

1. The Owners shall construct a pedestrian circulation system consisting of sidewalks and trails on the Property in substantial conformance with the circulation system illustrated on Sheet 19 of the Concept Development Plan. Sidewalks need not be constructed in locations along the same side of the street where trails are constructed to provide the pedestrian circulation linkage depicted on Sheet 19 of the Concept Development Plan. Sidewalks and trails shall be constructed at a minimum width and of materials as required by the FSM. Sidewalks and trails shall be constructed in phases concurrently with the development of land in areas adjacent to such sidewalks and trails. Sidewalks and trails outside the public right-of-way shall be subject to an easement providing access to the residents of the Property. For trails labeled as public on Sheet 19, the Owners will convey to the County a public access easement over trails and sidewalks that are located outside the public right-of-way that will be maintained by the Age-Restricted HOA, the Non-Age Restricted HOA or the COA as those terms are defined in Proffer VII. in locations as shown on the Concept Development Plan.

2. In an effort to facilitate pedestrian accessibility, the Owners shall construct pedestrian crosswalks across the Hawling Farm Boulevard in the locations shown on Sheet 19 of the Concept Development Plan, subject to County and VDOT approval. Subject to County and VDOT approval, special paving treatments, striping, signage and/or lighting may be used in the construction of the crosswalk in order to clearly identify and facilitate pedestrian movement in these areas.

3. As adjacent areas of the Property are developed, the Owners shall develop and convey to the Age-Restricted HOA, the Non-Age-Restricted HOA or COA the SWM/BMP ponds, trails and areas illustrated on the Concept Development Plan as being located outside of development Land Bays as common areas. The declaration of covenants, conditions and restrictions recorded against the Property shall establish maintenance procedures for the common areas.

F. Tree Conservation Areas Within the areas illustrated as Tree Conservation Area on Sheet 20 of the Concept Development Plan, the Owners shall preserve existing healthy trees, provided that existing trees may be removed in the Tree Conservation Area for construction of trails, utilities, and stormwater management facilities necessary for development of the Property. The boundaries of the Tree Conservation Area shall be delineated on the construction plans approved and on the record plat for each section of the development. The "Tree Conservation Area" located adjacent to land disturbing areas shall be protected by fencing during the construction phase of development. Such fencing shall consist of a four foot (4') high orange plastic fence attached to wooden or metal posts. The tree protection fencing shall be installed prior to any land disturbing or clearing activities occurring on the Property and shall be clearly visible to construction personnel. If, during construction on the Property and prior to bond release, it is determined by the County in consultation with the project arborist or landscape architect that any of the healthy trees located within the Tree Conservation Area boundaries have been damaged during construction and will not survive, then the Owner shall remove each such

tree and replace each such tree with two equivalent species 2 ½ - 3 inch caliper native, non-invasive deciduous trees. The placement of the replacement trees shall be in the area of each such tree removed, or in another area as requested by the County. Clearing of scrub and understory trees within the "Tree Conservation Area" shall be permitted to create enhanced park spaces.

The HOA documents shall include a provision that prohibits removal of trees in Tree Conservation Areas as shown on the record plat after construction has been completed by the Owners without specific permission of the County Urban Forester except as necessary to accommodate Forest Management Techniques, performed by or recommended by a professional forester or certified arborist, that are necessary to protect or enhance the viability of the canopy. Such Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or property. The HOA documents shall clearly state that such provisions prohibiting tree removal shall not be amended by the Owner or the HOA without written approval from the County. The record plat for each portion of the Property containing a Tree Conservation Area shall contain a note stating that the removal of trees within a Tree Conservation Area is prohibited except in accordance with the HOA documents.

G. Historic Preservation.

1. Spring House and Spring. The Owners will rehabilitate the fieldstone springhouse, along with the associated stone/brick lined spring, located in Land Bay C (as shown on Sheet 10 of the Concept Development Plan) no later than the issuance of the 350th residential zoning permit in Land Bays C-1 and C-2 combined. The goal of the springhouse rehabilitation will be to provide an historic feature that can be accessed by the internal trail system and viewed by the residents of Land Bays C-1 and C-2.

2. Interpretative signage. The Owners will design and install interpretive signage along the internal trail system illustrated on the Concept Development Plan at points of interest to include historic and environmental features.

3. Use of salvaged materials in landscaping. To the extent possible, the Owners will use stone salvaged from the chimney of the Hawling Farmhouse site located on the Property in the landscaping for the Property.

H. Wetland Mitigation. Mitigation of any wetlands impacts on the Property, if applicable, practicable, and available, shall be accomplished within Loudoun County. Satisfaction of wetland mitigation, if any, shall be determined during the wetland permitting process and be subject to approval by the U.S. Army Corps of Engineers and the Virginia Department of Environmental Quality.

VI. EMERGENCY SERVICES

A. **Owners Contribution.** At the time of the issuance of each residential zoning permit, the Owners shall make a one time contribution of One Hundred Twenty Dollars (\$120.00) per unit for each market rate residential dwelling unit. At the time of issuance of each zoning permit for non-residential construction on the Property, the Owner shall pay \$.10 per square foot to the County. The payments shall be payable to the County for equal distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing fire and rescue services to the Property. Notwithstanding the foregoing, if one of the volunteer companies is no longer providing service to the Property at the time of issuance of zoning permits, this contribution obligation shall be reduced by one-half and shall only be provided to the remaining volunteer company. At such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make these contributions at the time of issuance of zoning permits shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as it is a primary provider of fire and rescue services to the Property. Such contribution shall be adjusted annually in accordance with changes to the CPI, beginning from a base year of 1988. Contributions will not be made for buildings constructed on the Public School Site or the Fire and Rescue Station Site described in these Proffers.

B. **Sprinkler Systems (Residential Only).**

1. The Owners shall require all builders to provide, as an option to purchasers of single family attached units constructed on the Property, the opportunity to purchase and have installed residential sprinkler systems for each such residence. The Owners shall install adequate infrastructure to ensure adequate water flow and pressure for said sprinkler systems. This proffer shall not require the builders to install such sprinkler systems in the referenced units on the Property unless the purchasers of such units choose to exercise such option prior to the start of construction and to pay costs associated with such purchase and installation.

2. The Owners shall install residential sprinkler systems in all multi-family residential units constructed on the Property. Said sprinkler systems shall be installed in accordance with applicable Building Codes.

C. **Emergency Vehicle Access.** The Owners shall provide all weather, gravel compacted access for emergency vehicles, acceptable to the Fire Marshall, to all portions of the Property under construction, no later than framing stage of construction.

VII. **OWNERS' ASSOCIATIONS**

One or more homeowners' association (the "HOAs") shall be created for the residential portions of the Property, which will include an Age-Restricted HOA for Land Bays C-1 and C-2 and a Non-Age-Restricted HOA for Land Bays D, A-4 and A-5, prior to approval of the first

record subdivision plat or site plan, whichever is first in time, for residential units within each HOA area. One or more Commercial Owners Association (the "COAs") shall be established for the non-residential areas of the Property. The HOA(s) and COA(s) shall have among their duties, maintenance of each of the related common area amenities located within their respective Land Bays specified herein i.e., the private streets, stormwater management and stormwater ponds, common areas, passive and active recreation areas, open space areas, trails and other play areas and including maintenance of parking areas, snow removal and trash removal. The Owners shall prepare documents to create the HOA(s) and COA(s) and submit these documents for review and approval by the County (and the County shall provide comments to such documents within 60 days of the submission of such documents and within 30 days of any resubmission of such documents so as to minimize the potential of such review process to delay approval of such record plat or site plan). Documents for the HOA(s) and COA(s) shall be recorded prior to the approval of the first record subdivision plan or site plan, whichever is first in time, for residential units or non-residential units constructed on the Property. If the Town Center Plaza (or any portion thereof) is owned by the HOA(s) or COA(s), members of the non-owning associations, i.e. the HOA(s) or COA(s), as applicable, shall be permitted to use the same, subject to the payment of reasonable fees and compliance with reasonable rules and regulations. Any portion of the Property conveyed to the County or to the School Board shall not be included in any owners association created for the Property.

VIII. DESIGN GUIDELINES

In order to provide for the implementation of the design concepts included in the Concept Development Plan, the Owners shall incorporate design and architectural guidelines for the Property within the documents for the HOA(s) and COA, as applicable. The guidelines shall provide for the design of streetscapes and architectural standards that will ensure the development of a unified development.

The architectural treatment of the PD-TC area will enhance the sense of identity and place established by the land plan and preserve human scale through the use of certain unifying elements. These elements include materials, textures, colors, window treatments, roof pitches, and decorative details. The stylistic or aesthetic treatment of buildings will incorporate classic elements such as cornices, string courses, classically inspired columns, colonnades, arches, and/or arcades. These elements may be arranged in such a manner as to create blocks of buildings that can be categorized as falling into different architectural styles.

To ensure a continuity of experience, all building facades/elevations will be designed to incorporate architectural elements and/or decorative details, except for those locations where a building elevation faces a service area or parking structure and is not generally visible from a public street.

This proffer shall not be interpreted to preclude the ability of individual users and tenants to use architectural themes that incorporate corporate logos and identities. Signage and

CROSSTRAIL
PROFFER STATEMENT
ZMAP 2005-0011

Page 17

architectural elements will be used to create a festive and vibrant atmosphere, particularly as it relates to the entertainment components of Crosstrail.

IX. EXISTING WELLS AND DRAINFIELDS

In accordance with County Health Department requirements, the Owners shall abandon any existing wells and drainfields located on the Property.

X. BINDING EFFECTS

The Owners warrant that they own all interests in the Property; that they have full authority to bind the Property to these conditions; that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms; that the undersigned are fully authorized to sign these Proffers on behalf of the Owners; and that these Proffers are entered into voluntarily.

LEESBURG COMMERCIAL LC

By: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared _____, as _____ of Leesburg Commercial LC, who acknowledged that he/she executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this _____ day of _____, 2006.

Notary Public

My Commission Expires: _____

CROSSTRAIL
PROFFER STATEMENT
ZMAP 2005-0011

Page 18

LEESBURG AIRPORT ASSOCIATES LC

By: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared _____, as _____ of Leesburg Airport Associates LC, who acknowledged that he/she executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this _____ day of _____, 2006.

Notary Public

My Commission Expires: _____